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in regard to the citizenship of District of Columbia corporations, it would obviously not prevent the removal of a cause on the broader ground of a federal question being involved. That this would be a proper ground for removal in cases turning on a proper interpretation of the act of Congress creating the corporation is evident. But it is hard to understand how all suits to which the corporation is a party can be said to arise under laws of the United States. What federal question is involved, for example, in an ordinary tort action brought against the corporation in a state court? Nevertheless the writer's conclusion in its broad form seems to be established by the authorities. *Pacific R. R. Removal Cases*, 115 U. S. 2; *Butler v. National Home*, 144 U. S. 64, 66. National banks present only an apparent exception, as the right of removal has there been expressly limited by act of Congress. *Ex parte Jones*, 164 U. S. 691.

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LOCUS OF SALES C. O. D. — In the case of a shipment of goods through a carrier C. O. D., the question arises as to where the sale takes place. One group of decisions holds, according to the Pennsylvania rule, that title passes to the vendee at the point of shipment, possession alone being retained, under a vendor's lien. Another group, following the Vermont rule, holds that in such cases the sale takes place and title is transferred only at the place of ultimate destination, on payment of the price and delivery of the goods. There are several instances in which this question is of vital importance, as in determining which jurisdiction may take cognizance of the validity of the sale; in deciding the criminality of the vendor in case of sales prohibited in one place but allowed in the other; in ascertaining the place of prosecution when such sales are criminal under the laws of both jurisdictions; and in determining the person upon whom the loss shall fall in case of injury or destruction of the goods in transit. The subject is interestingly presented in a recent article in the Columbia Law Review. *The Locus of Sales C. O. D.*, by Charles Noble Gregory, 4 Columbia L. Rev. 541 (Dec. 1904). The writer makes a lengthy and careful review of the decisions in point, showing that the decided weight of authority supports the rule that title passes upon delivery to the carrier. This is not only more in harmony with the general law of sales, but it completely carries out the intention of the parties by giving the vendor security, and still passing title and, along with it, the risk, to the vendee. The Vermont rule, on the other hand, is objectionable in that it subjects consignors to criminal prosecution under a strained presumption as to their knowledge of laws in force at remote points. It tends to hamper many large and useful branches of trade, for it makes dealers hesitate to ship any commodity C. O. D. the sale of which has ever been placed under restriction, without first carefully informing themselves as to the statutes and even the local ordinances in force at the point of destination. It bears more heavily upon the small dealers without established credit, to whom shipments are most frequently made C. O. D., than upon large dealers whose credit is established. And finally the Vermont rule is based upon the erroneous supposition that the carrier in this class of cases is exclusively the agent of the consignor. The writer concludes by suggesting a clause embodying the substance of the Pennsylvania rule for incorporation in the proposed "Draft of an Act Relating to the Sale of Goods."

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NECESSITY FOR TRANSFER OF STOCK ON BOOKS OF COMPANY. — In view of the rapidly increasing wealth, magnitude, and number of corporations, and the prevalent business practice of using the stock as collateral security on which to obtain credit, the question as to the respective rights and duties of the various parties interested in its transfer is one of constantly growing importance. The Central Law Journal presents a carefully prepared article in point. *What Constitutes a Complete Transfer of Stock as against Third Parties*, by Romney L. Willson, 59 Cent. L. J. 448 (Dec. 2, 1904). The author calls atten-

tion to the mass of confused and conflicting decisions resulting from the varying relative weight given two opposing tendencies, the demand for greater facility of transfer in the business world on the one hand, and the desirability of better protection and assurance by means of registration on the other. According to the trend of decisions the *bona fide* conveyance of stock certificates to a purchaser for value or to a pledgee is valid as against a subsequent judgment creditor without notice, even though there has been no actual transfer on the books of the company. The argument advanced in support of this position is that stock-certificates should be treated more in the nature of negotiable instruments, and that to require the purchaser or the pledgee to record transfers upon the company's books would be an inconvenience. But there are strong objections to considering stock-certificates in this light, for their ownership carries with it liability to assessment and right to vote as well as the benefit of dividends, so that it is very essential for the corporation to know who are its shareholders, — so essential, in fact, that companies make all transfers on their books and issue new certificates without charge, rendering the hardship to the individual much less than that to which a vendee or mortgagee of realty is subjected by the recording acts. Therefore the interest of the corporation is in harmony with the policy of the law, that the transfer of such property as stock, which is hard to trace, easy to secrete, and therefore readily available for secret trusts and frauds, should be accompanied by some formal act such as registration on the books of the company to give notice of the true ownership. This would render difficult a disposition of stock in fraud of creditors, and would prevent the seller or pledgor from obtaining a fictitious credit by means of an apparent ownership.

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- APPEALS ON MATTERS OF FEDERAL JURISDICTION. *H. B. Higgins*. 2 Commonwealth L. Rev. 3.
- APPELLATE TRIBUNALS FOR THE COLONIES. *Robert Stout*. 2 Commonwealth L. Rev. 3.
- AVOIDANCE OF RELEASES IN PERSONAL INJURY CASES. *Cyrus J. Wood*. 59 Cent. L. J. 404.
- BURDEN IN CRIMINAL CASES. *R. Srinivasa Aiyangar*. Discussing Indian law and English authorities on burden of proof. 1 Crim. L. J. of India 235.
- CODIFICATION DU DROIT INTERNATIONAL PRIVÉ, LA. *T. M. C. Asser*. An account of a conference held at The Hague, including the text of the agreement then adopted to be submitted to the powers. 6 Rev. de Droit Internat. 516.
- COMPULSORY VACCINATION. *Anon*. 8 L. Notes (N. Y.) 405.
- CORPORATIONS IN THE DISTRICT OF COLUMBIA. *Fred. Bennett*. 32 Wash. L. Rep. 758. See *supra*.
- CRIMINAL LAW AS AFFECTED BY COMMONWEALTH LEGISLATION. *Charles T. Russell*. 2 Commonwealth L. Rev. 14.
- DOCTRINE OF STARE DECISIS, THE. *Edward B. Whitney*. 3 Mich. L. Rev. 89. See *supra*.
- EFFECT OF LETTERS OF ADMINISTRATION OBTAINED PENDENTE LITE, THE. *Anon*. Discussing the question of their relation back. 49 Can. L. J. 836.
- GUERRE RUSSO-JAPONAIS ET LE DROIT INTERNATIONAL, LA. *M. H. Nagaoha*. Reviewing the conduct of Japan throughout and justifying it. 6 Rev. de Droit Internat. 461.
- INTERFERENCE WITH BUSINESS AND COMMERCIAL RELATIONS BY THIRD PARTIES. *Wm. H. Warren*. Discussing boycotts and kindred practices. 49 Can. L. J. 794.
- IS THERE A FEDERAL POLICE POWER? *Paul Fuller*. Showing the origin and the extent of federal police power and the measure in which its exercise has superseded the police power of the states. 4 Columbia L. Rev. 563.
- JUDICIAL HISTORY OF INDIVIDUAL LIBERTY, THE. XI. *Van Vechten Veeder*. 16 Green Bag 725.
- LAW IN THE LOUISIANA PURCHASE. *William Wirt Howe*. A short historical treatment of the introduction and development of law in the Louisiana Purchase. 14 Yale L. J. 77.
- LIABILITY OF TELEGRAPH COMPANIES FOR NEGLIGENCE IN THE TRANSMISSION AND DELIVERY OF MESSAGES. V., VI. *Graham B. Smedley*. 10 Va. L. Reg. 587.
- LOCUS OF SALES C. O. D., THE. *Charles Noble Gregory*. 4 Columbia L. Rev. 541. See *supra*.

- OLD COMMON LAW AND THE NEW TRUSTS, THE. *Ditlew M. Frederiksen*. Arguing that the old common law relating to monopoly should be applied to-day irrespective of combination. 3 Mich. L. Rev. 119.
- OLD ROMAN LAW AND A MODERN AMERICAN CODE, THE. *Joseph H. Drake*. Comparison of the recent Porto Rico Code with the Spanish civil code formerly in force. 3 Mich. L. Rev. 108.
- PRESUMPTIONS OF DEATH AND OF SURVIVORSHIP AND PROOF THEREOF. *S. S. Merrill*. 59 Cent. L. J. 464.
- PROBLEMS OF INTERNATIONAL LAW, SOME. *Charles Noble Gregory*. Discussing questions arising in the Russo-Japanese war. 14 Yale L. J. 82.
- PROBLEMS OF ROMAN LEGAL HISTORY. *Munroe Smith*. Comparing the development of the common law with that of the Roman Law. 4 Columbia L. Rev. 523.
- PROBLEMS OF THE RESTRAINT OF TRADE DOCTRINE. I, II. *Anon.* 49 Sol. J. 28, 49.
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- TRUSTS CONTRARY TO THE POLICY OF THE LAW. *A. H. Marsh*. An enumeration of the various instances of invalid trusts. 24 Can. L. T. 395.
- WHAT CONSTITUTES A COMPLETE TRANSFER OF STOCK AS AGAINST THIRD PERSONS. *Romney L. Wilson*. 59 Cent. L. J. 448. See *supra*.
- WHEN AND IN WHAT CASES WILL PAROL EVIDENCE BE ADMITTED TO SHOW THE REAL CONSIDERATION FOR A WARRANTY DEED. *Walter J. Lotz*. 59 Cent. L. J. 423.

## II. BOOK REVIEWS.

CURRENT LAW. A Complete Encyclopedia of New Law. Volumes I. and II. Edited by George Foster Longsdorf and Walter A. Shumaker. St. Paul, Minn.: Keefe-Davidson Company. 1904. pp. x, 1-1208; xviii, 1209-2195. 4to.

One of the marked characteristics of the busy age in which we live is the demand insistently made in every branch of human activity for time-saving devices. That the demand in the legal profession has not found an adequate response the present universally crowded condition of court dockets amply testifies. Only radical measures, apparently, can relieve a situation which merely grows in complication with the rapid multiplication of reporter series. Thus far no solution seems to have been found. In the meantime any device which materially aids to bring some measure of order out of the chaos is warmly received by the profession. If, then, "Current Law" proves to be a substantial improvement upon the familiar annual digests, its success is clearly assured.

From an examination necessarily limited in character the claims made for it by its makers seem to be well founded. "Current Law" is a combination digest and encyclopedia covering all the current reported cases which appear in the United States. The law of the cases is stated in paragraphs like those of an encyclopedia, with foot-notes giving citations and distinctive facts wherever necessary. Frequently cases recognizing the same legal principle are classified in the foot-notes according to their facts. This plan enables the compiler to cite the same case frequently and to avoid an elaborate system of cross references, which is more or less confusing. Another valuable feature of the work, and one which distinguishes it from other annual digests, is the annotations in text-book style upon difficult points of law. The work is issued monthly as well as in bound volumes at the end of the year. The various subjects are taken up in alphabetical order, beginning with A in the first and ending with Z in the last number of the year, each month's issue being complete for a whole year upon the subjects treated. This plan has the apparent merit of enabling the compilers, by concentrating attention upon particular subjects, to do better work, and puts but slight accompanying inconvenience upon subscribers. These advantages appear on the surface. Whether or not they are intrinsic and substantial, extended usage alone will demonstrate.